

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**SECOND AMENDED² NOTICE OF AGENDA FOR HEARING OF MATTERS
SCHEDULED FOR JANUARY 21, 2025 AT 10:00 A.M. (ET)**

**PLEASE BE ADVISED THAT THIS HEARING IS GOING FORWARD BEFORE
THE HONORABLE LAURIE SELBER SILVERSTEIN**

****THIS HEARING WILL NOW BE HELD IN COURTROOM NO. 1
ON THE 6TH FLOOR****

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² Amended items appear in bold.

All hearings before Judge Silverstein are in person.

Permission to appear remotely at any hearing must be approved by chambers. Case Participants who are permitted to attend remotely must register using the [eCourtAppearances](#) tool as described below.

The deadline to register for remote attendance is 4:00 PM (prevailing Eastern Time) the business day before the hearing unless otherwise noticed. When registering, Case Participants may choose to attend remotely through video or audio access. Please be aware that if you choose audio access and the proceedings involve witness testimony, you may be disconnected entirely from the hearing or moved to a waiting room and unable to hear that portion of the proceedings. Once you register your appearance, a screen will appear that states “Thank you for registering your appearance in (Case number) (Case name).” An electronic invitation, with the relevant audio or video link, will be emailed to you prior to the hearing.

Please do not contact the Court to confirm registration.

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ADJOURNED MATTER

1. Debtors’ Application for Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date [[D.I. 474](#), 12/19/24]

Objection Deadline: January 3, 2025, at 4:00 p.m. (ET); extended for the Office of the United States Trustee for the District of Delaware to January 8, 2025 at 4:00 p.m. (ET) and the Ad Hoc Group of Freedom Lenders to January 24, 2025.

Related Documents:

- A. Debtors’ Notice of Deposition to the Settlement-Related Liquidating Trust 2022-23 Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure [[D.I. 720](#), 1/10/25]
- B. Limited Response of B. Riley to the Objection of the United States Trustee to Debtors’ Application for an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [[D.I. 751](#), 1/16/25]

Responses Received:

- C. Objection of the Settlement-Related Liquidating Trust 2022-23 to the Debtors’ Application for an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors, *Nunc Pro Tunc* to the Petition Date [[D.I. 642](#), 1/3/25]

- D. Objection of the United States Trustee to Debtors' Application for an Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [[D.I. 730](#), 1/13/25]

Status: This matter had been adjourned to the omnibus hearing date scheduled for February 6, 2025 at 10:00 a.m. (ET).

RESOLVED MATTERS

2. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Ernst & Young LLP as Tax, Accounting and Valuation Services Provider, Effective as of November 3, 2024 [[D.I. 293](#), 12/3/24]

Objection Deadline: December 17, 2024 at 4:00 p.m. (ET); extended to December 23, 2024 for the Office of the United States Trustee for the District of Delaware.

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 293 [[D.I. 494](#), 12/23/24]
- B. Order (I) Authorizing the Retention and Employment of Ernst & Young LLP as Tax, Accounting and Valuation Services Provider Effective as of November 3, 2024, and (II) Granting Related Relief [[D.I. 669](#), 1/7/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

3. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date [[D.I. 295](#), 12/3/24]

Objection Deadline: December 17, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 295 [[D.I. 464](#), 12/18/24]
- B. Order Authorizing the Retention and Employment of Deloitte & Touche LLP as Independent Auditor Effective as of the Petition Date [[D.I. 670](#), 1/7/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

4. Debtors' Fourth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 433](#), 12/13/24]

Objection Deadline: December 27, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Fourth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, and Executory Contracts, Effective as of the Rejection Date and (II) Abandon Personal Property [[D.I. 585](#), 12/30/24]
- B. Fourth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, and Executory Contracts, Effective as of the Rejection Date and (II) Abandon Personal Property [[D.I. 677](#), 1/8/25]

Responses Received:

- C. Informal Response from Malco TIC

Status: An order has been entered. A hearing is not required.

5. Debtors' Fifth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a) and 365(a) of the Bankruptcy Code Authorizing the Debtors to Reject Certain Executory Contracts, Effective as of the Rejection Date [[D.I. 451](#), 12/16/24]

Objection Deadline: December 30, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 451 [[D.I. 598](#), 1/2/25]
- B. Fifth Omnibus Order Authorizing the Debtors to Reject Certain Executory Contracts Effective as of the Rejection Date [[D.I. 678](#), 1/8/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

6. Debtors' Application for an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date [[D.I. 475](#), 12/19/24]

Objection Deadline: January 3, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 475 [[D.I. 689](#), 1/9/25]
- B. Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel for the Debtors, Effective as of the Petition Date [[D.I. 715](#), 1/10/25]

Responses Received:

- C. Informal Response for the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

7. Debtors' Second Motion for Entry of an Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs [[D.I. 482](#), 12/20/24]

Objection Deadline: January 3, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 482. [[D.I. 662](#), 1/6/25]
- B. Order Extending Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs [[D.I. 671](#), 1/7/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

8. Debtors' Motion for Entry of an Order Authorizing the Debtors to Seal Certain Confidential Information in Connection with Certain Debtors' Statements of Financial Affairs [[D.I. 559](#), 12/24/24]

Objection Deadline: January 7, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 559 [[D.I. 684](#), 1/8/25]

- B. Order Authorizing the Debtors to Seal Certain Confidential Information in Connection with Certain Debtors' Statements of Financial Affairs [[D.I. 710](#), 1/10/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

9. Debtors' Sixth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 586](#), 12/30/24]

Objection Deadline: January 8, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 586 [[D.I. 696](#), 1/9/25]
- B. Sixth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 713](#), 1/10/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

10. Debtors' Seventh Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 587](#), 12/30/24]

Objection Deadline: January 8, 2025 at 4:00 p.m. (ET); extended for Store No. 300 in Layton, UT to January 9, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Seventh Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date and (II) Abandon Personal Property [[D.I. 732](#), 1/13/25]
- B. Seventh Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date and (II) Abandon Personal Property [[D.I. 746](#), 1/15/25]

Responses Received:

C. Informal Response from Mel Indiana, LLC

Status: An order has been entered. A hearing is not required.

11. Debtors' Eighth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 588](#), 12/30/24]

Objection Deadline: January 8, 2025, at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 588 [[D.I. 701](#), 1/9/25]
- B. Eighth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [[D.I. 714](#), 1/10/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

12. Debtors' Ninth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 590](#), 12/30/24]

Objection Deadline: January 8, 2025, at 4:00 p.m. (ET); extended for Field Manufacturing Corp. to January 9, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 590 [[D.I. 727](#), 1/13/25]
- B. Ninth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 737](#), 1/14/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

MATTERS GOING FORWARD

13. Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 152](#), 11/11/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for (a) all parties to January 3, 2025 at 4:00 p.m. (ET); (b) Barclay Damon, the U.S. Trustee and the Ad Hoc Group of Freedom Lenders to January 8, 2025 at 4:00 p.m. (ET); (c) certain Landlords to January 9, 2025 at 4:00 p.m. (ET); (d) the ABL Lenders to January 14, 2025 at 12:00 p.m. (ET); and *(e) with the permission of the Court, the Official Committee of Unsecured Creditors to January 17, 2025 at 12:00 p.m. (ET).*

Related Documents:

- A. Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 150](#), 11/11/24]
- B. Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 151](#), 11/11/24]
- C. Notice of Hearing to Consider Approval of Disclosure Statement [[D.I. 153](#), 11/11/24]
- D. Notice of Rescheduled Disclosure Statement Hearing [[D.I. 373](#), 12/9/24]
- E. First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 654](#), 1/3/25]
- F. Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 655](#), 1/3/25]
- G. Notice of Filing of Blacklines of First Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 656](#), 1/3/25]

- H. Notice of Filing of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 657](#), 1/3/25]
- I. Declaration of Samuel P. Hershey in Support of the Objection of the Ad Hoc Group of Freedom Lenders to the Debtors' Disclosure Statement [[D.I. 687](#), 1/9/25]

Responses Received:

- J. Accelerated Services, Inc. [[D.I. 434](#), 12/13/24; [D.I. 441](#), 12/16/24]
- K. Limited Objection of the U.S. Securities and Exchange Commission to Debtors' Motion for Entry of an Order Approving the Adequacy of the Disclosure Statement [[D.I. 486](#), 12/20/24]
- L. United States Trustee's Omnibus Objection to (I) Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors, and (II) Debtors Motion for an Order, *inter alia*, Approving Solicitation and Tabulation Procedures [[D.I. 679](#), 1/8/25]
- M. Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 686](#), 1/8/25]

Additional Related Documents:

- N. Notice of Rescheduled Hearing [[D.I. 723](#), 1/10/25]

Status: The parties have agreed to adjourn this matter to the omnibus hearing date scheduled for February 6, 2025 at 10:00 a.m. (ET).

- 14. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Ducera Partners LLC as Investment Banker to the Debtors Effective as of the Petition Date, and (II) Granting Related Relief [[D.I. 258](#), 11/26/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for the United States Trustee for the District of Delaware until December 12, 2024 at 4:00 p.m. (ET); and, *with permission of the Court, extended for the Ad Hoc Group of First Lien Lenders to January 17, 2025 at 12:00 p.m. (ET)*

Responses Received:

- A. Informal Comments from the Office of the United States Trustee

B. Informal Comments from the Official Committee of Unsecured Creditors

C. Informal Comments from the Ad Hoc Group of First Lien Lenders

Related Documents: None to date.

D. Certification of Counsel Regarding Revised Proposed Order (I) Authorizing the Retention and Employment of Ducera Partners LLC as Investment Banker to the Debtors Effective as of the Petition Date, and (II) Granting Related Relief [D.I. 788, 1/20/25]

Status: A certification of counsel has been filed. A hearing is not required.

15. Motion of the Debtors' for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 435, 12/13/24]

Objection Deadline: December 10, 2024, at 4:00 p.m. (ET); extended for Daniel P. Hagaman to January 3, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Declaration of Michael S. Piper in Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 483, 12/20/24]
- B. Declaration of David Orlofsky in Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 484, 12/20/24]
- C. Certification of Counsel Regarding Revised Proposed Order (A) Authorizing Debtors to Sell by Private Sale Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 653, 1/3/25]
 - i. Notice of Withdrawal of Docket No. 653 [D.I. 688, 1/9/25]
- D. Certification of Counsel Regarding Revised Proposed Order (A) Authorizing Debtors to Sell by Private Sale Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 692, 1/9/25]
- E. Order (A) Authorizing Debtors to Sell by Private Sale Certain of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [D.I. 712, 1/10/25]

Responses Received:

- F. Informal Response from the Office of the United States Trustee for the District of Delaware
- G. Informal Response from Ellis Chai, LLC
- H. Informal Response from 30X30 34th Street Lubbock Partners, LLC
- I. Informal Response from Counsel to Lichtefield Development Trust
- J. Objection of 6001 Powerline Road, LLC to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 570](#), 12/26/24]
 - i. **Notice of Filing of Exhibit A to Objection of 6001 Powerline Road, LLC to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 780](#), 1/17/25]**
- K. Objection of 4116 OBT Investments, LLC and 1230 Zion, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 572](#), 12/27/24]
- L. Objection of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 573](#), 12/27/24]
- M. Limited Objection and Reservation of Rights of Tride Family Holdings, LLC to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 574](#), 12/27/24]
- N. Limited Objection and Reservation of Rights of Prologis, L.P. to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 575](#), 12/27/24]
- O. Objection and Reservation of Rights of Kin Properties Inc. and Its Affiliated Landlords to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances,

with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 576](#), 12/27/24]

- P. Amended Objection of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 577](#), 12/27/24]
- Q. Objection of Buddy Mac Holdings, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief, and Reservation of Rights [[D.I. 578](#), 12/27/24]
- R. Objection by Daniel P. Hagaman to Proposed Assumption of Lease in Connection with Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors Assets Free and Clear of Liens, Claims and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 646](#), 1/3/25]
- S. Limited Objection and Reservation of Rights of Brierwood Village LLC to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 675](#), 1/7/25]
 - i. Withdrawal of Limited Objection and Reservation of Rights of Brierwood Village LLC to Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 676](#), 1/8/25]

Additional Related Documents:

- T. Debtors' and AF Newco I, LLC's Joint Witness List for Omnibus Hearing Set for January 21, 2025 at 10:00 a.m. (Prevailing Eastern Time) [[D.I. 759](#), 1/16/25]
- U. Witness and Exhibit List of Buddy Mac Holdings, LLC Relating to Matters Scheduled for Hearing on January 21, 2025 [[D.I. 761](#), 1/16/25]
- V. Witness and Exhibit List of 4116 OBT Investments, LLC and 1230 Zion, LLC Relating to Matters Scheduled for Hearing on January 21, 2025 [[D.I. 769](#), 1/17/25]
- W. Witness and Exhibit List of SW 17th Street 1010, LLC, Niagra Falls 778, LLC, Rodi Road 501, LLC and Merchant 33, LLC Relating to Matters Scheduled for Hearing on January 21, 2025 at 10:00 a.m. [[D.I. 770](#), 1/17/25]

- X. Declaration of Steve Belford in Support of the Amended Objection of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC, and Merchant 33, LLC to the Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors Assets Free and Clear of Liens, Claims and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 772](#), 1/17/25]
- Y. Joint Reply of Debtors and AF Newco I, LLC in Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 773](#), 1/17/25]
- Z. Supplemental Declaration of Michael S. Piper in Further Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 774](#), 1/17/25]
- AA. Declaration of Andrew Behlmann in Further Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 775](#), 1/17/25]
- BB. Debtors' Motion for Entry of an Order Granting the Debtors Leave and Permission to File Reply in Support of the Debtors' Private Sale Motion [[D.I. 776](#), 1/17/25]
- CC. Amended Witness and Exhibit List of SW 17th Street 1010, LLC, Niagara Falls 778, LLC, Rodi Road 501, LLC and Merchant 33, LLC Relating to Matters Scheduled for Hearing on January 21, 2025 at 10:00 a.m. [[D.I. 785](#), 1/20/25]**
- DD. Supplemental Declaration of Andrew Behlmann in Further Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 787](#), 1/20/25]**
- EE. Debtors' and AF Newco I, LLC's Joint Exhibit List for Omnibus Hearing Set for January 21, 2025 at 10:00 a.m. (Prevailing Eastern Time) [[D.I. 789](#), 1/20/25]**

Status:

Items N and R have been resolved, subject to documentation, and the Debtors anticipate filing a supplemental order with respect to such items. Items G, H, I, J, K, P (which amends Item L), and Q are currently going forward. All other items have been resolved pursuant to an order entered on January 10, 2025 [[D.I. 712](#)].

16. Application of the Official Committee of Unsecured Creditors for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of November 21, 2024 [[D.I. 488](#), 12/20/24]

Objection Deadline: January 8, 2025 at 4:00 p.m. (ET)

Related Documents: None.

Responses Received:

A. Informal Comments from the Office of the United States Trustee

Status: **The Committee and the U.S. Trustee are continuing to discuss the U.S. Trustee's informal comments and anticipate filing a revised proposed form of order under certification of counsel once such comments have been resolved.**

17. Application for Entry of an Order Authorizing and Approving the Employment of Province, LLC as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of November 21, 2024 [[D.I. 489](#), 12/20/24]

Objection Deadline: January 8, 2025 at 4:00 p.m. (ET)

Related Documents: None.

Responses Received:

A. Informal Comments from the Office of the United States Trustee

Status: **The Committee and the U.S. Trustee are continuing to discuss the U.S. Trustee's informal comments and anticipate filing a revised proposed form of order under certification of counsel once such comments have been resolved.**

18. Debtors' Motion for Entry of an Order Granting the Debtors Leave and Permission to File Reply in Support of the Debtors' Private Sale Motion [[D.I. 776](#), 1/17/25]

Objection Deadline:

A. Objection of 6001 Powerline Road, LLC to Debtors' Motion for Entry of an Order Granting Debtors Leave and Permission to File Reply in Support of the Debtors' Private Sale Motion [[D.I. 790](#), 1/21/25]

Related Documents:

B. Joint Reply of Debtors and AF Newco I, LLC in Support of Motion of Debtors for Entry of Order (A) Approving the Private Sale of Certain of Debtors' Assets Free

and Clear of Liens, Claims, and Encumbrances, with Such Interests to Attach to the Proceeds, and (B) Granting Related Relief [[D.I. 773](#), 1/17/25]

Status: This matter is going forward.

Dated: January 21, 2025
Wilmington, Delaware

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